

NEW INUM BSM

#13

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
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May 1, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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16312
RECORDATION NO. FILED 1425

MAY 2 1989 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed original copies and two photocopies of a Memorandum of Lease Agreement dated as of June 21, 1988, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Railtex, Inc.
4901 Broadway, Suite 231
San Antonio, Texas 78209

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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RECEIVED


C.T. Kappler
Noreta R. McGee

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
May 1, 1989

A short summary of the enclosed primary document to
appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of June 21,
1988 between Greenbrier Railcar, Inc., Lessor, and
Railtex, Inc., Lessee, covering 54 open top hopper
cars bearing TRAX marks and numbers 4000 - 4049,
2200 - 2202 and 2300 (formerly SP/SSW marks and
numbers).

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE A

<u>OLD CAR NUMBER</u>	<u>NEW CAR NUMBER</u>	<u>OLD CAR NUMBER</u>	<u>NEW CAR NUMBER</u>
SP 463121	TRAX 4000	SP 463882	TRAX 4025
SP 463463	TRAX 4001	SP 463975	TRAX 4026
SP 463445	TRAX 4002	SSW 78543	TRAX 4027
SP 463925	TRAX 4003	SSW 78575	TRAX 4028
SP 463070	TRAX 4004	SP 463524	TRAX 4029
SP 463594	TRAX 4005	SP 463921	TRAX 4030
SSW 78544	TRAX 4006	SP 463924	TRAX 4031
SSW 78507	TRAX 4007	SP 463316	TRAX 4032
SSW 78580	TRAX 4008	SSW 78500	TRAX 4033
SP 463979	TRAX 4009	SSW 78519	TRAX 4034
SP 463500	TRAX 4010	SP 463927	TRAX 4035
SSW 78586	TRAX 4011	SP 463564	TRAX 4036
SSW 78504	TRAX 4012	SP 463075	TRAX 4037
SSW 78524	TRAX 4013	SP 463888	TRAX 4038
SP 463918	TRAX 4014	SP 463971	TRAX 4039
SP 463908	TRAX 4015	SP 463590	TRAX 4040
SP 463870	TRAX 4016	SP 463601	TRAX 4041
SP 463766	TRAX 4017	SP 463767	TRAX 4042
SP 463546	TRAX 4018	SP 463704	TRAX 4043
SP 463743	TRAX 4019	SP 463857	TRAX 4044
SP 463760	TRAX 4020	SP 463855	TRAX 4045
SP 463472	TRAX 4021	SP 463737	TRAX 4046
SP 463896	TRAX 4022	SP 463778	TRAX 4047
SSW 78599	TRAX 4023	SP 463675	TRAX 4048
SP 463707	TRAX 4024	SP 463941	TRAX 4049

Three (3) refurbished 1974 (2200) and 1976 (2201, 2202) built, open top hopper cars of 2300 cubic foot capacity marked and numbered:

SP 465497	TRAX 2200
SP 465841	TRAX 2201
SP 465973	TRAX 2202

One (1) refurbished 1970-built, open top hopper car of 2100 cubic foot capacity marked and numbered:

SP 464955	TRAX 2300
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RECORDATION NO **16312** FILED 1425

MAY 2 1989 -11 55 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE
BETWEEN
GREENBRIER RAILCAR, INC. ("LESSOR")
AND
RAILTEX, INC. ("LESSEE")
JUNE 21, 1988

Memorandum of a Lease Agreement made and entered into as of June 21, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Railtex, Inc., a Texas corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor Fifty (50) refurbished, 1962-built, open top hopper cars of 2100 cubic foot capacity with eight (8) enterprise selective dump gates marked and numbered:

<u>OLD CAR NUMBER</u>	<u>NEW CAR NUMBER</u>	<u>OLD CAR NUMBER</u>	<u>NEW CAR NUMBER</u>
SP 463121	TRAX 4000	SP 463882	TRAX 4025
SP 463463	TRAX 4001	SP 463975	TRAX 4026
SP 463445	TRAX 4002	SSW 78543	TRAX 4027
SP 463925	TRAX 4003	SSW 78575	TRAX 4028
SP 463070	TRAX 4004	SP 463524	TRAX 4029
SP 463594	TRAX 4005	SP 463921	TRAX 4030
SSW 78544	TRAX 4006	SP 463924	TRAX 4031
SSW 78507	TRAX 4007	SP 463316	TRAX 4032
SSW 78580	TRAX 4008	SSW 78500	TRAX 4033
SP 463979	TRAX 4009	SSW 78519	TRAX 4034
SP 463500	TRAX 4010	SP 463927	TRAX 4035
SSW 78586	TRAX 4011	SP 463564	TRAX 4036
SSW 78504	TRAX 4012	SP 463075	TRAX 4037
SSW 78524	TRAX 4013	SP 463888	TRAX 4038
SP 463918	TRAX 4014	SP 463971	TRAX 4039
SP 463908	TRAX 4015	SP 463590	TRAX 4040
SP 463870	TRAX 4016	SP 463601	TRAX 4041
SP 463766	TRAX 4017	SP 463767	TRAX 4042
SP 463546	TRAX 4018	SP 463704	TRAX 4043
SP 463743	TRAX 4019	SP 463857	TRAX 4044
SP 463760	TRAX 4020	SP 463855	TRAX 4045
SP 463472	TRAX 4021	SP 463737	TRAX 4046
SP 463896	TRAX 4022	SP 463778	TRAX 4047
SSW 78599	TRAX 4023	SP 463675	TRAX 4048
SP 463707	TRAX 4024	SP 463941	TRAX 4049

Three (3) refurbished 1974 (2200) and 1976 (2201, 2202) built, open top hopper cars of 2300 cubic foot capacity marked and numbered:

SP 465497	TRAX 2200
SP 465841	TRAX 2201
SP 465973	TRAX 2202

One (1) refurbished 1970-built, open top hopper car of 2100 cubic foot capacity marked and numbered:

✓ SP 464955 TRAX 2300

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

RAILTEX, INC.

By: Ralph D. Kennedy
Vice President Leasing Division

GREENBRIER RAILCAR, INC.

By: Norman M. Webb V.P.

L22191.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 23rd day of February, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF TEXAS)
)
COUNTY OF Bexar)

On this 4th day of April 1989, before me personally appeared Ralph G. Kennedy, to me personally known, who being by me duly sworn, says that he is Vice President/Leasing of Railtex, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

PATTI E. BIRD
Notary Public, State of Texas
My Commission Expires 10/2/90

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